

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:

Chapter 11

Oakwood Homes Corporation, et al.,

Debtors.

Bankruptcy Case No. 02-13396 (PJW)
Jointly Administered

Jefferson-Pilot Life Insurance Company,
Jefferson Pilot Financial Insurance Company,
Tyndall Partners, LP, and Tyndall
Institutional Partners, LP,

Appellants,

v.

Dist. Ct. C.A. No. 04-CV-835 (JJF)
(Consolidated Cases)

U.S. Bank National Association,
as Indenture Trustee,

Appellee.

**DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED
IN RECORD ON APPEAL OF APPELLEE U.S. BANK NATIONAL
ASSOCIATION, IN ITS CAPACITY AS INDENTURE TRUSTEE**

Pursuant to 28 U.S.C. § 158(d) and Rule 6(b)(2)(B) of the Federal Rules of Appellate Procedure, U.S. Bank National Association, in its capacity as indenture trustee, hereby submits the following designation of additional items to be included in the record on appeal filed by Jefferson-Pilot Life Insurance Company, Jefferson Pilot Financial Insurance Company, Tyndall Partners, LP, and Tyndall Institutional Partners, LP, holders of certain Class B-2 Certificates, from the final order of the United States District Court for the District of Delaware (Farnan, J.), entered on February 22, 2005 in the above-captioned consolidated cases (D.I. 51).

**DESIGNATION OF ADDITIONAL ITEMS TO
BE INCLUDED IN THE RECORD ON APPEAL**

A. The following documents, which were transmitted to this Court as the designated record on appeal in these consolidated appeals:

- (1) Expert Report of Houlihan Lokey Howard & Zukin dated February 2004 (admitted in evidence at 3/12/04 hearing as USB Exhibit 1);
- (2) Confidential Offering Circular Oakwood Mortgage Resecuritization Trust 2001, \$111,117,295 Pass-Through Securities dated August 13, 2001 (admitted in evidence at 3/12/04 hearing as USB Exhibit 3);
- (3) Pension Plan Summary – Dow Jones Industrials (admitted in evidence at 3/12/04 hearing as USB Exhibit 6); and
- (4) Transcript of hearing, held on November 13, 2003 (B.D.I. 2923).

B. The following documents, which are entered on the docket in these consolidated cases:

- (1) Designation and Statement of Issues by JPMorgan Chase Bank (“JPMorgan”) (D.I. 2);
- (2) Consolidated Designation and Additional Items of Record on Appeal by U.S. Bank (D.I. 3);
- (3) Notice of Docketing Bankruptcy Record on Appeal (D.I. 4);
- (4) Emergency Motion by JPMorgan to Stay Plan Distribution and for Expedited Consideration of Instant Motion (D.I. 5);
- (5) Memorandum by JPMorgan in support of Motion to Stay Plan Distribution and Motion for Expedited Consideration of Instant Motion (D.I. 6);
- (6) Affidavit Regarding Motion to Stay Plan Distribution and Motion for Expedited Consideration of Instant Motion (D.I. 8);
- (7) Affidavit of Christopher D. Loizides in support of JPMorgan’s Motion to Stay Plan Distribution and Motion for Expedited Consideration of Instant Motion (D.I. 12);
- (8) Motion by JPMorgan with Proposed Order on Consent and Memorandum to Consolidate Appeals (D.I. 13);

- (9) Answering Brief Filed of U.S. Bank in Opposition to JPMorgan's Motion to Stay Plan Distribution (D.I. 14);
- (10) Affidavit of Abby E. Wilkinson in support of U.S. Bank's Answering Brief (D.I. 15);
- (11) Reply Brief Filed of JPMorgan in support of Motion to Stay Plan Distribution and in Support of Motion for Expedited Consideration of Instant Motion (D.I. 16);
- (12) Order, Hearing set for 3:00 p.m. on 7/29/04 for JPMorgan's Motion to Stay Plan Distribution and for Motion for Expedited Consideration of Instant Motion (D.I. 17);
- (13) Memorandum Order Denying Motion to Stay Plan Distribution (D.I. 26);
- (14) Transcript of Hearing on July 29, 2004 (D.I. 27);
- (15) Steno Notes for Hearing on July 29, 2004 (D.I. 28);
- (16) Letter to the Court from Russell C. Silberglid (D.I. 29);
- (17) Letter to Court from Russell C. Silberglid (D.I. 30);
- (18) Notice Of Appeal to the USCA for the Third Circuit by JPMorgan Regarding Memorandum Order Denying Motion to Stay Plan Distribution (D.I. 31);
- (19) Amended Order (D.I. 35);
- (20) Motion by JPMorgan for Extension of Temporary Stay (D.I. 37);
- (21) Response Brief Filed by U.S. Bank in opposition to Motion to Extension of Temporary Stay (D.I. 38);
- (22) Order Extending Stay (D.I. 39);
- (23) Memorandum by OHC Liquidation Trust in Response to Extension of Temporary Stay (D.I. 40);
- (24) Judgment of USCA for the Third Circuit (D.I. 42);
- (25) Motion by JPMorgan on Consent to Set Expedited Oral Argument Date and to Expedite Consideration and Resolution of Claims Appeals (D.I. 46);
- (26) Letter to the Court from Russell C. Silberglid (D.I. 47);
- (27) Order, Oral Argument on the Appeal Set for 1:00 p.m. on 1/19/05 (D.I. 48); and
- (28) Transcript of hearing held January 19, 2005 (D.I. 49).

Dated: April 13, 2005

By /s/ Karen C. Bifferato

Karen C. Bifferato (No. 3279)
Christina M. Thompson (No. 3976)
CONNOLLY BOVE LODGE & HUTZ LLP
1007 N. Orange Street, The Nemours Building
P.O. Box 2207
Wilmington, DE 19899
Telephone: (302) 658-9141
Facsimile: (302) 658-0380

- and -

FAEGRE & BENSON LLP
Michael B. Fisco, MN Bar No. 175341
Abby E. Wilkinson, MN Bar No. 0313981
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
Telephone: (612) 766-7000
Facsimile: (612) 766-1600

ATTORNEYS FOR U.S. BANK NATIONAL
ASSOCIATION, IN ITS CAPACITY AS
INDENTURE TRUSTEE

390995